

RHODE ISLAND PUBLIC TRANSIT AUTHORITY

BOARD OF DIRECTORS

MINUTES OF Monday, February 22, 2010 MEETING

Board Members Present: John Rupp, Chair; Edward Field; Jerome Williams; Thomas Deller; Rochelle Lee; Michael Lewis; and William Kennedy.

Absent: Stephen Durkee

Also Present: Alfred J. Moscola (General Manager); Richard Licht (Outside General Counsel); Henry Kinch; Maureen Neira; Mark Therrien; Ellen Mandly and other members of RIPTA's senior staff and members of the public whose names are listed on the meeting sign-in sheet.

Prior to the start of the meeting, Mr. Rupp recognized staff members Lilly Picchione and Amy Pettine who will be going out on maternity leave prior to the next Board meeting. Mr. Rupp thanked Ms. Picchione and Ms. Pettine for their hard work and wished them well. He invited them to cut and serve the congratulatory cake he provided.

Agenda Item 1: Approval of the Minutes of January 25, 2010 meeting

Mr. Rupp called the meeting to order at 1:35 and asked if the Board members had an opportunity to review the minutes of the meeting held January 25, 2010. The members indicated that they had and Mr. Deller made a motion to approve the minutes of the meeting. Mr. Kennedy seconded the motion and the minutes of the January 25, 2010 meeting were unanimously approved as presented.

Agenda Item 2: General Manager's Report

Mr. Moscola reported that the new paratransit building is approximately 94% complete and in the coming weeks he will be working to coordinate the fuel station operations, bus parking, shop hours and finalizing the new shop equipment. He said the new paratransit facility will be run much like the fixed route service. Mr. Moscola thanked the Board for their support of this project.

Next he reported on his trip to the Gillig plant in California with Mike McGrane, Joe Monti. They spent a week working hard on the design and specifications of the hybrid trolleys and also worked on the hybrid and clean diesel buses. He said the trolleys will arrive at RIPTA first, with a pilot trolley expected to arrive in late June. He explained how the pilot vehicle process works.

Mr. Moscola gave an overview of the trip and then discussed the timeline for finalizing the vehicle specifications. Following his

remarks he handed out photos of BRT and Gillig vehicles answered questions from the Board on bus production schedules and the Gillig vehicles in particular and called Gillig as the Cadillac of buses.

Mr. Deller said the number of diesel versus hybrids to be purchased has been in flux and asked for a final count. Mr. Moscola responded that the current number is 53 hybrids and 10 clean diesels, along with 10 hybrid trolleys for a total of 73 new vehicles. He added that he has until the end of March to finalize these numbers. Mr. Moscola answered questions regarding the appearance of the buses and delivery dates. All buses should arrive by February 2011 with the trolleys arriving before Christmas.

Agenda Item 3: FY 2010/FY2011 Budget

Agenda Item 4: Finance Committee Report

Saying he wished to discuss the bond removal issue, Mr. Rupp moved ahead on the agenda to item 4, the Finance Committee report. Mr. Moscola reported he sent a letter to the Governor and to the Chairs of the Senate and House Finance Committee's asking that the Bond money which had been removed from RIPTA's budget be put back.

Mr. Moscola explained that the removal of the bond detrimentally affects RIPTA's fleet plan. Ms. Neira explained the background and timing of the bond request and how the removal of the bond affects

RIPTA's budget. She said that by 2014 34% of RIPTA's buses will need to be replaced via an \$8 million dollar bond referendum and there will also be corresponding increased maintenance costs.

Mr. Moscola said that one important purpose of having a fleet plan is to control maintenance and operation costs and he further detailed the adverse impact of not maintaining the fleet plan and executing bus purchases in a timely fashion.

Mr. Deller asked why the bond was taken out and how the ARRA funds affected this issue. Mr. Moscola said the ARRA funds were used to upgrade the vehicles to hybrids. Ms. Neira said there was some indication that the legislators thought the ARRA funds would be used for bus purchases through 2012. However due to maintenance of efforts issues, if RIPTA has money allocated in grants that money must be spent as earmarked in the grants before ARRA funds can be used.

Mr. Field said the Finance Committee vetted this issue at length and agreed to send a letter to the Governor endorsing Mr. Moscola's request to reinsert the bond referendum.

Mr. Field moved that the letter of endorsement be written. Mr. Deller said no vote was required, only a consensus. After a brief discussion the Board reached a consensus.

Ms. Neira reported that at the January Board meeting the revised

gasoline yield estimated by the Department of Revenue was discussed and after further revisions a \$1.9 million dollar deficit is now expected. Ms. Neira discussed the estimated yield versus the actual yield and said that based on actual December receipts and estimates through the end of the fiscal year, and barring any unforeseen occurrences; we could finish the year with a deficit of about \$150,000. This number is contingent upon actual gas receipts. She then discussed other contributing factors such as lower than expected wages due to unfilled vacancies.

Ms. Neira moved on to FY 2011 and referenced the staff summary on same. She said when the FY 2011 budget was cast it contained \$3 million in ARRA funds and was balanced. Currently the budget reflects revisions including several from the Governor's FY 2011 budget which have caused RIPTA to now reflect a \$5.2 million dollar deficit.

Ms. Neira discussed the four revisions to the budget: 1) the removal of \$3 million in ARRA funds; 2) \$114,000 savings in utility costs from the installation of energy efficient lighting using TIGGER (ARRA) funds; 3) reducing the gas yield from \$4.4 million per penny to \$4.21 million causing a \$2 million dollar shortfall and; 4) an increase in debt service of about \$250,000. These four changes total to a deficit of about \$5.2 million, \$5 million of which is a revenue shortfall and \$200,000 in overage in expenditures.

Ms. Neira answered questions regarding changes to the gas yield and expenses. She said 3 items changed the expenses in FY 2011 1) the GASB trust; 2) the loss of ADA federal operating assistance and; 3) a combination of fuel costs and health care cost increases. Ms. Neira discussed other impacts such as general inflation.

Mr. Williams asked about locking in fuel costs for FY 2011 and Mr. Moscola responded that the current lock in price is about \$2.82 versus our budgeted amount of \$2.60. He said he and staff track fuel very closely each day and currently the lock-in rates are too high. Mr. Rupp asked about locking in quarterly. Mr. Moscola said he would look into locking in for shorter periods.

Mr. Rupp asked about the fuel efficiency of the new hybrid buses and Mr. Moscola said the new buses on order and even the newer models already on the property are more fuel efficient. Mr. Rupp asked Mr. Moscola to determine the exact fuel efficiency numbers and the corresponding savings.

Mr. Williams asked if consultants are used to broker fuel purchases. Mr. Moscola said he and Mike McGrane do the research and purchases via a bid process. Mr. Rupp asked about RIPTA brokering group fuel purchases for school districts. Mr. Moscola said he is working on this and had Mike McGrane sent letters to certain municipalities to determine their level of interest. A brief discussion ensued regarding the fuel purchase process. Mr. Williams then

suggested that RIPTA piggyback on State fuel purchases.

Next Ms. Neira asked Mr. Therrien to elaborate on the three options outlined in the budget staff summary. Mr. Therrien said up to 10% of ARRA funds may be used for operating costs and there has been much discussion on this issue, but today staff is looking for action from the Board on the use of the ARRA funds. The Board is asked to approve one of the options, two of which use ARRA funds

Mr. Therrien said RIPTA received help from the legislature last year in the form of additional tax revenue, and the legislatures will be leery of helping us again, if we do not use the ARRA funds. He said in the last year an advocacy group called the Coalition for Transportation Choices (CTC) was formed and this group supports RIPTA and are speaking with legislatures and promoting such initiatives as the Metro Transit Study and to go to the legislature to discuss such things as service reductions will send a mixed message and put us in a difficult position.

Mr. Lewis asked what we will not be able to purchase without ARRA funds and Mr. Therrien said we would have to forgo purchasing hybrids and some shop equipment.

Mr. Kennedy asked which option staff recommends. Mr. Therrien said staff recommends option one which uses the maximum of \$3.7 million in ARRA funds. Mr. Rupp disagreed with this option saying

we can't use ARRA funds now and then hope the government comes through next year. Mr. Therrien said using ARRA funds now will give us to more time to work on our financial problems and get us through this period of union negotiations, the costs of which are a big unknown. Mr. Rupp said we need to figure out how to operate RIPTA with the funds available and find true savings.

Mr. Deller said RIPTA's budget issues are driven by the cost of fuel and the reduction in gas tax revenue, not mismanagement. He said the problem is the way RIPTA is funded and there must be a better way because the gas tax is a bad way to fund transit. He said there must be a discussion at the State level on how to fund transit in a logical and clear way and if we don't take this issue to the legislature and the public we will be forced to continue to cut RIPTA until there is nothing left.

Mr. Deller said now is the opportunity to be forthright with the legislature and Governor and ask that we be allowed to use ARRA while we come up with a better mechanism to fund RIPTA or we will have to make major cuts next year. Mr. Rupp disagreed and said some things such as wages and inflation can be taken into account and he'd rather look at the cuts now and present the cuts to the legislature.

Mr. Lewis said we can't go forward with a one-time use of the funds without also having a very visible presentation supporting the use of

ARRA this year and then the resulting cuts if they are not used. Mr. Moscola agreed with this suggestion. Mr. Rupp wants to see real numbers before we commit to using the \$3 million. Ms. Lee said the numbers contain variables because they are dependent on the gas tax yield which changes.

Mr. Williams stated he will not vote for a budget using ARRA funds under any circumstances because we do not have a plan for how we will make up the \$3 million dollars next year, or in coming years. He said GASB is another liability we are putting off creating an \$8-\$9 million dollar problem down the road. Mr. Williams agreed that the gas tax is a ridiculous funding mechanism because it is unreliable, but he feels we must go back to the legislature and recommend a funding mechanism that will work for RIPTA, not ask them what they want us to do.

Mr. Williams said he's asked several times about revenue raising options such as premium based service with higher fares. He said we need to come up with a package of solutions that don't rely on cuts and may even raise revenues and we need to go to the legislature with a package outlining what we are doing to reduce our expenditures and raise revenues.

Mr. Rupp said we need to let the public know the scope of the problem and come up with a better more realistic proposal for 2012 if we plan to add \$3 million. Mr. Kennedy disagreed and said staff did

an excellent job coming up with the three options and suggested a vote.

Mr. Deller agreed that we need a detailed presentation showing the implications and we also must present the options needed for us to survive. He said we must clearly illustrate why we have this problem and then identify solutions beyond the ARRA funds.

Mr. Lewis said we need to be clear that this is not a \$3 million dollar issue, but an ongoing issue due to the gas yield. He added that we need to do further investigation of Mr. Williams suggestion of raising revenues via premium services.

Following this lengthy discussion Mr. Field opined that everyone had expressed an opinion and it was time to either vote, or table the issue at this time. He added that between now and the March and April Board meetings we need to vet the issue further at Strategic Planning and/or Finance Committee. Mr. Lewis said the CTC's initiatives for raising revenues should be discussed at that time.

Mr. Deller asked if there was a timeline for approving the budget and was told no but Mr. Therrien said there are imminent timelines for implementing fare increases and service modifications and explained same. After a discussion Mr. Deller said that although he is opposed to both, due to time constraints it is important to move forward with the hearings. A lengthy discussion ensued regarding ARRA funds and what happens if they go unused, public hearings and a different

funding formula for RIPTA.

Following this discussion Mr. Deller noted that the Board could not reach agreement and he suggested that they instruct the General Manager to take the necessary steps to advertise public hearings to discuss fare increases and service modifications.

Mr. Williams recommended a joint Strategic Planning and Finance Committee meeting to vet this further. After a brief discussion the Board agreed table the vote today and hold a budget workshop within the next two weeks, and following that workshop the Board will be in a better position to vote on the budget.

The Board members agreed with Mr. William's suggestion and asked Ms. Mandly to coordinate the scheduling of the budget workshop. Mr. Deller made a motion to give staff the authority to move forward with the steps necessary to advertise a fare increase and service cuts contingent upon the outcome of the budget workshop. Mr. Field seconded the motion and it passed unanimously.

Mr. Field continued with his Finance Committee report and said they had reviewed these same budget options and also an act in the general assemble to limit tort damages and gave a brief outline then suggested everyone write their legislators supporting said tort reform.

Agenda Item 5: Strategic Planning Committee Report

Mr. Deller reported that the Strategic Planning Committee had met on February 4th and up until this point they had been focused on educating the Committee members on the issues we face and how RIPTA works as an organization. He said that the next step was to establish goals and based on conversations today, he will accelerate that process at the next meeting.

He said they had a thorough review of how transit planning decisions are made, including a review of service planning, transit investment decisions, how projects are identified, prepared and advanced. Mr. Deller said they are trying to understand where we should be going by looking at certain documents and products and how RIPTA can get involved, such as with the transportation improvement planning (TIP) process.

Mr. Deller said they have determined they need to review such things as service standards, scheduling, fare policies, scheduling, long range planning, funding coordination, system security, marketing, use of technology and all the things that affect how we as a system operate and how we can improve. Additionally we need to study how changes will effect staffing and organization.

Mr. Deller said staff has been asked to pull together the various reports and documents and create a strategic planning handbook

detailing service standards, policies, funding and the like. He said updating the service standards is a high priority.

He said he planned to work closely with the planning staff on this imitative, but given today's discussions he will work with Ed Field to help facilitate things further via the strategic planning/finance/budget workshop.

Agenda Item 6: Management Committee Report

Mr. Rupp reported that the Management Committee met on February 8th and discussed potential consultants to assist with the new CEO/COO position. Mr. Rupp said we may require an RFP to retain the consultant and he will begin looking into this further. The Committee also discussed the CEO/COO job format and need to finalize this which might involve legislative assistance. He said an executive session was during the meeting to discuss collective bargaining

Mr. Rupp said that pursuant to a request by Mr. Williams the Committee heard from each of Mr. Moscola's direct reports. Staff gave the Committee a one-page document outlining their responsibilities and then elaborated and answered questions on same. The Committee learned a lot and found this to be a useful exercise. He noted that on paper there may appear to be an overlap, but upon further review it appears that the opposite is true and there

is a level of understaffing.

Agenda Item 7: ARRA Program Update

Lilly Picchione addressed the Board to give the ARRA Program update. She said she today's project update list is identical to last month. She said the TIP is completed and she thanked the DOT for their assistance.

She said that all ARRA grants are in the final FTA review process and the Governor's office is reviewing certification for those projects as well. Ms. Picchione said they are moving forward with a number of projects and have initiated an ARRA project tracking system. She said an ARRA manager has been retained to track projects while she is out on maternity leave and he is meeting bi-weekly with the senior staff. She noted that agenda item #9 for overhead doors is an ARRA project.

Agenda Item 8: RFP 08-33 Advanced Transit Management System

Roger Mencarini and Ed Scott addressed the Board to discuss the Advanced Transit Management (ATMS) RFP. Mr. Mencarini began by saying staff requests approval for an award of a contract to ACS Transportation Management Solutions to provide an ATMS to the Authority at a cost of \$10,035,043. This cost includes supply and

installation of the necessary hardware and software, a 10% contingency and five-year maintenance agreements for the hardware and software supplied.

Mr. Mencarini said staff also recommends an amendment to the existing Macro Corporation contract in the amount of \$176,566. Macro has been RIPTA's ITS consultant since 2004 and this contract requires additional scope of work services to assist RIPTA in the final implementation of this project.

He noted the lengthy procurement process, numerous evaluation committee assessments, vendor presentations, price extensions and a best and final offer. As a result of this activity and a final evaluation meeting the committee recommends the award to ACS as the lowest responsive bidder. He then detailed the funding and timing of the project as specified in the staff summary.

Mr. Field said he had spent a great deal of time reviewing all facets of this procurement and recognized the extensive work done by RIPTA staff and the consultant. He said the RFP was written to protect RIPTA and ensure high quality components and the comments he gives today reflect his personal opinion, and not that of the Finance Committee or other Board members.

At this point Mr. Deller left the meeting.

Regarding funding Mr. Field said some of the discretionary grants are still pending and suggested that commitments cannot be made based pending grants which could in turn affect our revolving fund.

Mr. Field reiterated his opinion that an IT Director must be in place before the start of this project to guide it. He noted the salary range of the position before benefits of \$60K to \$80K with a hire date of May 1, 2010, and noted the major expense of \$176,566 for the Macro change order. Mr. Field said we need to look at the fees paid to Macro thus far, and the amount requested to continue vis a vis training our own people on the new system. Mr. Field suggested that the \$61,000 allocated for training will not be sufficient.

Next he discussed the cellular option in the RFP and said he was told the cost to implement cellular annually versus radio would be about \$65,000. Mr. Field said the enormous RFP contained only one sentence relative to cellular and stipulated that everything must fit into RIPTA's existing Motorola radio system and contains further stipulations set out by Motorola's Spectra radio system which Motorola no longer services or supplies.

Mr. Field took issue with other consultant requirements versus training RIPTA in-house staff. In addition, Mr. Field discussed moving the command center from Kennedy Plaza to the Elmwood facility. He outlined his reasoning and said the change would result in a staffing reduction, which could then pay for the cellular option.

Mr. Field said \$670,000 in stimulus and other funds is to be used to renovate Kennedy Plaza and he believes a better use of the funds would be to relocate the command center.

Mr. Field finished by reiterating his opinion that RIPTA would be better served by using the money intended for Macro consulting services to train our own people. He then suggested that the Board vet this issue further between now and May.

The Board held a discussion on the recommendations contained in the staff summary and the procurement process as a whole. Mr. Field's assessment of the procurement was also discussed and Mr. Field answered questions from the Board. Staff answered questions relative to the Motorola radio system in particular and the radio option in general and the services provided by Macro.

Mr. Rupp agreed with Mr. Field's suggestion that an IT Director needs to be on board at the start of the project. Mr. Scott said the hiring process will begin as soon as the project is approved and elaborated on some of the job functions and requirements.

The Board questioned staff on the funding and grants and Lilly Picchione interjected that the first grants for this much needed technology were initiated in 2002 or earlier based on the technology available and staff is now executing a project that has been in play for many years and there is a danger that the entire project will fall apart

if it is not awarded this month. She reassured the Board that the grants are there and are only pending in the sense that they are in the final stages of political signoff at FTA.

Mr. Williams asked how soon their pending status could change and Mr. Therrien said that due to ARRA the process has stalled, but approval should come in about 30 days. Mr. Williams asked the value of this grant and was told about \$2.5 million. Following further discussion of the pending grants, Mr. Kinch suggested that the Board could approve the project pending approval of the grant.

Mr. Rupp commented that using a consultant to implement a new system is a relatively common practice. He suggested that the Board could approve the staff summary contingent upon the grants being approved and Mr. Scott responding to all of Mr. Field's concerns, as well as the hiring of an IT person by the next Board meeting, and with these conditions in place, he would support a motion.

Mr. Kennedy made a motion that the ATMS contracts be awarded as recommended by staff and with the conditions set out by Mr. Rupp. Ms. Lee seconded the motion.

At this point Mr. Scott answered further questions regarding issues relating to the age of the radios and the issue of radio versus cellular and future expansion capabilities. Following this discussion Mr. Rupp asked for a motion Mr. Kennedy and Ms. Lee reiterated their

motions. Messrs Lewis, Rupp and Williams voted to for approval and Mr. Field voted against. The motion passed by a vote of 5 to 1.

Mr. Lewis commented that the lengthy discussion prior to approval evidenced the very real concerns that the Board has with this project and he said that staff is now responsible for the success of this system. He then noted that Mr. Field had done a yeoman's work vetting this procurement and he thanked him on behalf of the Board for his time and effort.

Mr. Farrell interjected a question from the audience asking Mr. Field to elaborate on his suggestion that dispatch be moved from Kennedy Plaza to Elmwood and Mr. Field remarked briefly that the move could reduce manpower hours. Mr. Farrell disagreed saying this option was reviewed in the past and at that time it was decided that Kennedy Plaza was the better location. He also said any reduction in manpower would result in collective bargaining and the contemplated service reduction would be detrimental.

At this point Mr. Field left the meeting.

Agenda Item 9: IFB 10-08 Overhead Door Replacement

Mr. Mencarini addressed the Board to discuss the procurement award to Overhead Door Company of Warwick, RI to deliver and install a total of eleven quick action doors in the Transportation and Chafee

buildings. The cost of the contract is \$526,112 and the project is ARRA funded and subject to receiving those funds.

Mr. Lewis moved to award the contract as recommended by staff, and Mr. Kennedy seconded the motion. The motion passed unanimously

Agenda Item 10: RFP 10-15 Workers Compensation TPA

Next Mr. Mencarini said staff recommends the award of a contract to Beacon Mutual insurance of Warwick, RI to provide workers' compensation insurance third party administration services. This is a one-year contract with up to four annual renewal options to be exercised at the sole discretion of the Authority. The annual cost is \$89,500.

Mr. Mencarini acknowledged that another bidder initially supplied a bid, but upon finding that Beacon Mutual submitted a bid, withdrew theirs. The evaluation committee performed a single bid analysis and Beacon was deemed responsive and capable to perform the services as set out in the RFP. The Board asked for further information and Mr. McGrane said Pellegrino Insurance withdrew their bid because they said they could not compete with the services provided by Beacon due to their larger size and scope.

Mr. Williams expressed concern with the single bid and the price offered and felt more information was needed. Mr. McGrane

answered questions regarding the pricing, the other vendors and the RIPTA procurement process. Mr. Williams suggested that in the future RFP's come before the Board for approval with more time for Board review and changes if needed.

Mr. Lewis made a motion to award the contract to Beacon as recommended by staff. Mr. Rupp seconded the motion. Ms. Lee and Mr. Kennedy voted to approve the award and Mr. Williams voted against. The motion passed by a vote of 4 – 1.

Agenda Item 12: RIPTA General Property Insurance

Mr. Mencarini said discussed the next procurement for general property insurance and said staff recommends the award of a contract to One Beacon Insurance Company. The cost of this insurance is \$85,080 a decrease of \$156 from last year. This policy covers buildings, contents, rolling stock, computer equipment and mechanical breakdown from all risks such as fire, water damage, lightning, theft and flood in non-flood areas.

Mr. Licht commented that a recent news article said Beacon was no longer going to provide services in Rhode Island and he suggested staff look into this.

The Board members remarked again on their reluctance to approve

single source procurements. John Stanziale and other members of staff provided additional details on this procurement and answered questions.

Following this question and answer period, Mr. Lewis made a motion to award the contract to One Beacon as recommended by staff. Mr. Rupp seconded the motion. Ms. Lee and Mr. Kennedy voted to approve the award and Mr. Williams voted against. The motion passed by a vote of 4 – 1.

Agenda Item 13: RIde Building Lease/DMV

Mr. Mencarini discussed the final procurement, the RIde building lease. Mr. Mencarini elaborated on the details relating to the lease of RIPTA's current RIde building to the department of motor vehicles.

After a very brief discussion, Mr. Lewis moved that the premises be leased to the DMV for a period of five years as outlined in the lease proposal. Mr. Williams seconded the motion and it passed unanimously.

Agenda Item 14: Board Member Training on Ethics & Public Records

Outside Counsel Richard Licht gave a Powerpoint presentation, which he distributed in hard copy, on Ethics and Public Records.

Mr. Licht discussed each slide in the presentation and commented on the topics which included public records, pension records, drafts, correspondence, tax returns, advisory opinions and confidential record. He discussed the duty to maintain minutes of meetings, procedures for access, records retention, requests for records and costs associated with same.

Mr. Licht answered a few general questions throughout his presentation and invited the Board members and staff to contact him if they had any questions or need clarification on any part of his presentation.

Agenda Item 15: Public Comment

Mr. Rupp asked for public comment and recognized Molly Clark from the Coalition for Transportation Choices. Ms. Clark remarked that long term funding for RIPTA is essential and she discussed legislative initiatives for new and additional transportation funding set forth by the Coalition for Transportation Choices.

She said the CTC has been meeting with legislators to educate them on the issues and asked that the Board members mark April 9th on the calendars as this is the date for a public kickoff of CTC initiatives. Ms. Clark will send invitations to the event when the date draws near.

There being no further comments Mr. Rupp moved on to the executive session.

Agenda Item 16: Executive Session Pursuant to 42-46-5(a)(2) to Discuss Collective Bargaining and Litigation Matters

Next Mr. Rupp asked for a motion to convene an executive session as noticed on the agenda under 42-46-5(a)(2) to discuss Collective Bargaining and Litigation Matters. Mr. Lewis made the motion and Mr. Williams seconded. A roll call vote was taken and the motion to convene to executive session under 42-46-5(a)(2) passed unanimously.

Following the Board's return to open session Mr. Lewis made a motion to seal the minutes of the executive session. Mr. Williams seconded the motion and it passed unanimously.

Agenda Item 17: Adjournment

A motion to adjourn was made by Ms. Lee. Mr. Lewis seconded the motion and it passed unanimously.

Respectfully submitted,

Ellen M. Mandly

Recording Secretary